

ONE CHASE MANHATTAN PLAZA

JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID C. ORMSBY  
DAVID L. SCHVIARTZ  
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PAUL M. DODDY  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
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212 HANOVER 2-3000

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RCA 233663  
WUD 125547  
WUI 620976

COUNSEL  
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TELEPHONE 01-606-1421  
TELEX: 8814901

CABLE ADDRESSES  
CRAVATH, N. Y.  
CRAVATH, PARIS  
CRAVATH, LONDON E. C. 2

RECORDATION NO. 9357-F Filed 142

JUN 18 1979 - 10 32 AM

INTERSTATE COMMERCE COMMISSION

0-1004012

4444 2000

10<sup>10</sup>

April 17, 1979

Amendment Agreement Dated as of March 15, 1979

## Amending

Louisville and Nashville Railroad Company (No. 1)

## Reconstruction and Conditional Sale Financing

Dated as of February 1, 1978

8-7/8% Conditional Sale Indebtedness

Due April 20, 1989

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C. §11303(a) is an Amendment Agreement dated as of March 15, 1979.

The parties to the enclosed agreement are:

Louisville and Nashville Railroad Company,  
908 West Broadway,  
Louisville, Kentucky 40201.

L & N Investment Corporation,  
908 West Broadway,  
Louisville, Kentucky 40201.

The Connecticut Bank and Trust Company,  
One Constitution Plaza,  
Hartford, Connecticut 06115.

Mercantile-Safe Deposit and Trust Company,  
P. O. Box 2258,  
(Two Hopkins Plaza),  
Baltimore, Maryland 21203.

Mr. Tolson  
Chicago  
November  
9354-E

Wm. Lloyd Garrison

The Amendment Agreement amends:

- (a) Reconstruction and Conditional Sale Agreement (No. 1) dated as of February 1, 1978, among Mercantile-Safe Deposit and Trust Company, L & N Investment Corporation and The Connecticut Bank and Trust Company, which was filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 1, 1978, at 9:30 a.m., recordation number 9354;
- (b) Transfer Agreement (No. 1) dated as of February 1, 1978, between Mercantile-Safe Deposit and Trust Company and The Connecticut Bank and Trust Company, which was filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 1, 1978, at 9:30 a.m., recordation number 9354-A;
- (c) Lease of Railroad Equipment (No. 1) dated as of February 1, 1978, between Louisville and Nashville Railroad Company and The Connecticut Bank and Trust Company, which was filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 1, 1978, at 9:30 a.m., recordation number 9354-B; and
- (d) Hulk Purchase Agreement (No. 1) dated as of February 1, 1978, between The Connecticut Bank and Trust Company and Louisville and Nashville Railroad Company which was filed with Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 1, 1978, at 9:30 a.m. recordation number 9354-D.

The Hulks covered by the Transfer Agreement (No. 1) and The Hulk Purchase Agreement (No. 1) are listed in Exhibit A attached hereto. The reconstructed railroad equipment covered by the Reconstruction and Conditional Sale Agreement (No. 1) and the Lease (No. 1) are listed in Exhibit B attached hereto. The reconstructed railroad equipment bear the legend "Subject to a Security Agreement filed under the Interstate Commerce Act, Section 20c".

Enclosed is a check for \$10 for the required recordation fee. Please accept for recordation one counterpart of the enclosed agreement, stamp the remaining counterparts with your recordation number and return them to the

*See this  
to letter  
the document  
the letter  
the letter  
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the letter*

delivering messenger along with your fee receipt,  
addressed to the undersigned.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich,  
as agent for  
Louisville and  
Nashville Railroad

Mr. H. G. Homme, Jr.,  
Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423.

Encls.

*See Rec-**attached from*

<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Numbers</u>
101	50-Ton Box Cars	L&N	97109, 97110, 97161, 97195 97355, 98138, 98386, 98389, 98404, 98437, 98446, 98532, 98546, 108538, 108541, 108605, 108613, 108648, 108685, 108698, 108709, 108726, 108775, 108808, 108810, 108812, 108816, 108824, 108834, 108847, 108849, 108859, 108873, 108878, 108881, 108882, 108884, 108885, 108886, 108897, 108902, 108910, 108918, 108919, 108926, 108927, 108928, 108930, 108934, 108936, 108956, 108962, 108964, 108971, 108972, 108974, 108976, 108978, 108983, 108987, 109000, 109008, 109027, 109034, 109035, 109044, 109046, 109052, 109053, 109065, 109073, 109090, 109115, 109117, 109118, 109134, 109141, 109143, 109145, 109155, 109159, 109172, 109175, 109186, 109188, 109196, 109205, 109208, 109227, 109228, 109234, 109238, 109240, 109253, 109255, 109311, 109348, 109365, 109366, 109375, 109389
68	70-Ton Box Cars	L&N	100005, 100084, 100096, 100102, 100113, 100165, 100166, 100171, 100216, 100226, 100230, 100272, 100280, 100304, 100327, 100344, 100362, 100373, 100419, 100429, 100473, 100489, 100518, 100528, 100579, 100598, 100596, 100717, 100737, 100741, 100777, 102000, 102014, 102030, 102032, 102064, 102067, 102073, 102088, 102094, 102097, 102317, 102479, 102509, 102607, 102679, 102697, 102717, 102718, 102789, 103111, 103176, 103177, 103212, 103263, 103273, 103286,

<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Numbers</u>
68	70-Ton Box Cars (Cont'd)	L&N	103313, 103319, 103329, 103384, 103409, 103470, 103508, 103536, 103584, 103833, 103884
43	70-Ton Open-Top Hopper Cars	L&N	153014, 153019, 153229, 153255, 153277, 153308, 153427, 153479, 153537, 153571, 153574, 153618, 153892, 154092, 154120, 154126, 154145, 154320, 154628, 154688, 154712, 154827, 154861, 154917, 154940, 154952, 154955, 154972, 155002, 155030, 155266, 155293, 155296, 155404, 155482, 155731, 155811, 155843, 155931, 156024, 156091, 156107, 156108
68	80-Ton Open-Top Hopper Cars	L&N	180067, 180227, 180436, 180575, 180616, 180617, 180914, 182298, 182439, 182549, 182589, 182827, 182887, 183056, 183344, 183492, 183498, 183614, 183985, 184089, 184116, 184143, 184208, 184361, 184533, 184841, 184926, 184942, 184953, 185025, 185288, 185356, 185623, 185728, 186223, 186289, 186339, 186364, 186384, 186408, 186411, 186495, 186621, 186736, 187060, 187193, 187242, 187404, 187908, 187987, 188211, 188323, 188359, 188444, 188486, 188619, 188900, 188947, 189028, 189065, 189155, 189163, 189257, 189271, 189308, 189327, 189377, 189381
24	100-Ton Open-Top Hopper Cars	L&N	191007, 191021, 191113, 191129, 191140, 191212, 191221, 191236, 191283, 191389, 191409, 191444, 191546, 191594, 191615, 191634, 191659, 191667, 191670, 191724, 191754, 191763, 191787, 191886

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&amp;N Railroad Road Numbers (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
68	HT	80-Ton Open- Top Hopper Cars	189558-189563, 189566,189568 189570-189573, 189576-189582, 189584, 189586-189603, 189605,189606, 189608,189611, 189613-189618, 189620,189621, 189623-189627, 189629-189636, 189638, 189640-189643	L&N 78-2
24	HT	100-Ton Open- Top Hopper Cars	192057-192065, 192067-192072, 192074,192075, 192079-192081, 192083,192084, 192087,192089	L&N 78-2
40	GB	70-Ton Gondola Cars	27556, 27559-27561, 27571-27573, 27575,27577, 27582,27586, 27587,27591, 27594-27596, 27598-27601, 27604,27606, 27610-27612, 27615-27617, 27620,27621, 27623, 27626-27628, 27630,27631, 27633,27635, 27637,27638	L&N 78-3
6	GBS	100-Ton Gondola Cars	27985, 27988-27990, 27992,27993	L&N 78-3
1	GB	100-Ton Gondola Car	27653	L&N 78-3
1	LO	100-Ton Covered Hopper Car	205178	L&N 78-4

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&amp;N Railroad Road Numbers (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
34	LO	100-Ton Covered Hopper Cars	201617,201620, 201621,201624, 201628,201629, 201633,201634, 201636,201637, 201640,201641, 201644-201650, 201652,201653, 201655,205160, 205165-205170, 205174,205177, 250504,250506, 250511	L&N 78-4
37	LO	70-Ton Ballast Cars	45101,45103, 45105-45107, 45110,45112, 45113, 45115-45125, 45127-45129, 45131,45134, 45136-45148	L&N 78-6
16	LP	50-Ton Welded Rail Cars	42934,42935, 42937,42938, 42940,42942, 42945,42946, 42949-42952, 42957,42962, 42964,42966	L&N 78-7
439				

JUN 18 1979 -10 32 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT (No. 1), dated as of March 15, 1979, among THE CONNECTICUT BANK AND TRUST COMPANY, as trustee (the "Owner Trustee"), under a Trust Agreement dated as of February 1, 1978, with American Security Bank, N.A., and Northwestern National Bank of Minneapolis, LOUISVILLE AND NASHVILLE RAILROAD COMPANY (the "Lessee"), L&N INVESTMENT CORPORATION (the "Builder") and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent").

WHEREAS the Agent, the Owner Trustee and the Builder have entered into a Reconstruction and Conditional Sale Agreement (No. 1) dated as of February 1, 1978 (the "RCSA");

WHEREAS the Agent and the Owner Trustee have entered into a Transfer Agreement (No. 1) dated as of February 1, 1978 (the "Transfer Agreement");

WHEREAS the Owner Trustee and the Lessee have entered into a Lease of Railroad Equipment (No. 1) dated as of February 1, 1978 (the "Lease");

WHEREAS the Owner Trustee and the Agent have entered into an Assignment of Lease and Agreement (No. 1) dated as of February 1, 1978 (the "Lease Assignment");

WHEREAS the Lessee and the Owner Trustee have entered into a Hulk Purchase Agreement (No. 1) dated as of



<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&amp;N Railroad Road Numbers (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
34	LO	100-Ton Covered Hopper Cars	201617,201620, 201621,201624, 201628,201629, 201633,201634, 201636,201637, 201640,201641, 201644-201650, 201652,201653, 201655,205160, 205165-205170, 205174,205177, 250504,250506, 250511	L&N 78-4
37	LO	70-Ton Ballast Cars	45101,45103, 45105-45107, 45110,45112, 45113, 45115-45125, 45127-45129, 45131,45134, 45136-45148	L&N 78-6
16	LP	50-Ton Welded Rail Cars	42934,42935, 42937,42938, 42940,42942, 42945,42946, 42949-42952, 42957,42962, 42964,42966	L&N 78-7
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JUN 18 1979 -10 32 AM

INTERSTATE COMMERCE COMMISSION

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WHEREAS the Agent, the Owner Trustee and the Builder have entered into a Reconstruction and Conditional Sale Agreement (No. 1) dated as of February 1, 1978 (the "RCSA");

WHEREAS the Agent and the Owner Trustee have entered into a Transfer Agreement (No. 1) dated as of February 1, 1978 (the "Transfer Agreement");

WHEREAS the Owner Trustee and the Lessee have entered into a Lease of Railroad Equipment (No. 1) dated as of February 1, 1978 (the "Lease");

WHEREAS the Owner Trustee and the Agent have entered into an Assignment of Lease and Agreement (No. 1) dated as of February 1, 1978 (the "Lease Assignment");

WHEREAS the Lessee and the Owner Trustee have entered into a Hulk Purchase Agreement (No. 1) dated as of

February 1, 1978 (the "Hulk Purchase Agreement");

WHEREAS the RCSA, the Transfer Agreement, the Lease, the Lease Assignment and Hulk Purchase Agreement were filed with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 1, 1978, at 9:30 a.m. and were assigned recordation numbers 9354, 9354-A, 9354-B, 9354-C and 9354-D, respectively;

WHEREAS the RCSA and the Lease included a list of railroad equipment from which deliveries could be made but only the first units of railroad equipment delivered by the Builder having an aggregate purchase price not exceeding \$7,100,000 were intended to be covered by the RCSA and the Lease;

WHEREAS the Transfer Agreement and the Hulk Purchase Agreement included a list of hulks which could be reconstructed but only those hulks which were delivered to the Trustee for reconstruction into units of equipment having an aggregate purchase price not exceeding \$7,100,000 under the RCSA were intended to be covered by the Transfer Agreement and Hulk Purchase Agreement;

WHEREAS the parties hereto desire to amend the RCSA and the Lease to show only the units of railroad equipment actually delivered and accepted under the RCSA and the Lease; and

WHEREAS the parties hereto desire to amend the Transfer Agreement and the Hulk Purchase Agreement to show only the hulks actually delivered and accepted under the Transfer Agreement and the Hulk Purchase Agreement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Schedule A to the RCSA is hereby deleted and restated in its entirety as shown in Exhibit A hereto.
2. Schedule A to the Lease is hereby deleted and restated in its entirety as shown in Exhibit B hereto.
3. Annex 1 to the Transfer Agreement is hereby deleted and restated in its entirety as shown in Exhibit C hereto.
4. Exhibit A to the Hulk Purchase Agreement is hereby deleted and restated in its entirety as shown in Exhibit D hereto.
5. The Lease Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.
6. The Lessee will promptly cause this Amendment Agreement (No. 1) to be filed and recorded in accordance with the provisions of Article 17 of the RCSA and § 15 of the Lease.

7. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease, the Lease Assignment and the Hulk Purchase Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.


THE CONNECTICUT BANK AND TRUST COMPANY,

by

  
Authorized Officer

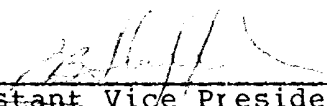
[Corporate Seal]

Attest:

  
Authorized Officer

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,

by

  
Assistant Vice President

[Corporate Seal]

Attest:

  
Corporate Trust Officer

VICE PRESIDENT

LOUISVILLE AND NASHVILLE  
RAILROAD COMPANY,

by

  
Assistant Vice President

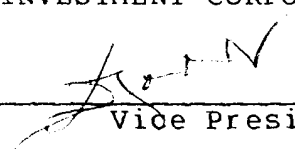
[Corporate Seal]

Attest:

  
Assistant Secretary


L&N INVESTMENT CORPORATION,

by

  
Vice President

[Corporate Seal]

Attest:

  
Attesting Officer

STATE OF CONNECTICUT,)

) SS.:

COUNTY OF HARTFORD, )

On this 4th day of May 1979, before me personally appeared DONALD E. SMITH, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

Notary Public

[Notarial Seal]

My Commission expires

BARBARA S. KACICH

NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1982

STATE OF MARYLAND, )

) SS.:

CITY OF BALTIMORE, )

On this 14<sup>th</sup> day of June 1979, before me personally appeared P. B. SHREFFLER, to me personally known, who, being by me duly sworn, says that he is a ~~Assistant~~ Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires 7-1-82

COMMONWEALTH OF KENTUCKY,)  
 ) ss.:  
COUNTY OF JEFFERSON, )

On this 20<sup>th</sup> day of April 1979, before me personally appeared M. H. Steen, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of LOUISVILLE AND NASHVILLE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Patricia L. Oefesby  
Notary Public

[Notarial Seal]

My Commission expires  
NOTARY PUBLIC, STATE AT LARGE  
My Commission Expires April 12, 1981

COMMONWEALTH OF KENTUCKY,)  
 ) ss.:  
COUNTY OF JEFFERSON, )

On this 30<sup>th</sup> day of April 1979, before me personally appeared D. L. Morris, to me personally known, who, being by me duly sworn, says that he is President <sup>VICE</sup> of L&N INVESTMENT CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Sharon W. Bowles  
Notary Public

[Notarial Seal]

My Commission expires Sharon W. Bowles  
NOTARY PUBLIC, STATE AT LARGE  
My Commission expires July 26, 1982



102 found in Exhibit B

SCHEDULE A--RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Quantity	AAR Mechanical Designation	Description	L&N Railroad Road Numbers (Inclusive)	Builder's Specifica- tion Number	Hulk Purchase Price		Base Reconstruction Cost		Purchase Price	
					Per Unit	Total	Per Unit	Total	Per Unit	Total
93	XL	50-Ton Box Cars	96491-96495, 96497-96500, 96502-96510, 96512-96530, 96532-96542, 96544, 96546-96555, 96557-96560, 96562-96570, 96572-96591, 96593	L&N 78-1	\$4,500	\$ 418,500	\$12,826	\$1,192,818	\$17,326	\$1,611,318
8	XM	50-Ton Box Cars	110243-110250	L&N 78-1	4,500	36,000	12,826	102,608	17,326	138,608
39	XL	70-Ton Box Cars	112368, 112370-112384, 112386,112388, 112390-112392, 112394-112398, 112400-112405, 112407-112409, 112411,112412, 112414,112415	L&N 78-1	4,500	175,500	12,826	500,214	17,326	675,714
29	XM	70-Ton Box Cars	112841-112846, 112848-112850, 112852,112853, 112855-112857, 112859,112860, 112862-112872, 112874,112876	L&N 78-1	4,500	130,500	12,826	371,954	17,326	502,454

Exhibit A

LEASE

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&amp;N Railroad Road Numbers (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
34	LO	100-Ton Covered Hopper Cars	201617,201620, 201621,201624, 201628,201629, 201633,201634, 201636,201637, 201640,201641, 201644-201650, 201652,201653, 201655,205160, 205165-205170, 205174,205177, 250504,250506, 250511	L&N 78-4
37	LO	70-Ton Ballast Cars	45101,45103, 45105-45107, 45110,45112, 45113, 45115-45125, 45127-45129, 45131,45134, 45136-45148	L&N 78-6
16	LP	50-Ton Welded Rail Cars	42934,42935, 42937,42938, 42940,42942, 42945,42946, 42949-42952, 42957,42962, 42964,42966	L&N 78-7
439				

*Transfer to* #3  
Exhibit C  
*Excluded to D*

<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Numbers</u>
101	50-Ton Box Cars	L&N	97109, 97110, 97161, 97195 97355, 98138, 98386, 98389, 98404, 98437, 98446, 98532, 98546, 108538, 108541, 108605, 108613, 108648, 108685, 108698, 108709, 108726, 108775, 108808, 108810, 108812, 108816, 108824, 108834, 108847, 108849, 108859, 108873, 108878, 108881, 108882, 108884, 108885, 108886, 108897, 108902, 108910, 108918, 108919, 108926, 108927, 108928, 108930, 108934, 108936, 108956, 108962, 108964, 108971, 108972, 108974, 108976, 108978, 108983, 108987, 109000, 109008, 109027, 109034, 109035, 109044, 109046, 109052, 109053, 109065, 109073, 109090, 109115, 109117, 109118, 109134, 109141, 109143, 109145, 109155, 109159, 109172, 109175, 109186, 109188, 109196, 109205, 109208, 109227, 109228, 109234, 109238, 109240, 109253, 109255, 109311, 109348, 109365, 109366, 109375, 109389
68	70-Ton Box Cars	L&N	100005, 100084, 100096 100102, 100113, 100165, 100166, 100171, 100216, 100226, 100230, 100272, 100280, 100304, 100327, 100344, 100362, 100373, 100419, 100429, 100473, 100489, 100518, 100528, 100579, 100598, 100696, 100717, 100737, 100741, 100777, 102000, 102014, 102030, 102032, 102064, 102067, 102073, 102088, 102094, 102097, 102317, 102479, 102509, 102607, 102679, 102697, 102717, → 102718, 102789, 103111, 103176, 103177, 103212, 103263, 103273, 103286,

SCHEDULE A---RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT (Cont'd)

Quantity	AAR Mechanical Designation	Description	L&N		Builder's Specifica- tion Number	Hulk Purchase Price		Base Reconstruction Cost		Purchase Price	
			Railroad Road Numbers (Inclusive)			Per Unit	Total	Per Unit	Total	Per Unit	Total
34	LO	100-Ton Covered Hopper Cars	201617, 201620, 201621, 201624, 201628, 201629, 201633, 201634, 201636, 201637, 201640, 201641, 201644-201650, 201652, 201653, 201655, 205160, 205165-205170, 205174, 205177, 250504, 250506, 250511		L&N 78-4	\$4,500	\$ 153,000	\$13,296	\$ 452,064	\$17,796	\$ 605,064
37	LO	70-Ton Ballast Cars	45101, 45103, 45105-45107, 45110, 45112, 45113, 45115-45125, 45127-45129, 45131, 45134, 45136-45148		L&N 78-6	\$4,500	166,500	11,377	420,949	15,877	587,449
16	LP	50-Ton Welded Rail Cars	42934, 42935, 42937, 42938, 42940, 42942, 42945, 42946, 42949-42952, 42957, 42962, 42964, 42966		L&N 78-7	4,500	72,000	14,613	233,808	19,113	305,808
439							\$1,975,500		\$5,122,887		\$7,098,387

SCHEDULE A

*Lease 102*

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>L&amp;N Railroad Road Numbers (Inclusive)</u>	<u>Builder's Specifica- tion Number</u>
93	XL	50-Ton Box Cars	96491-96495, 96497-96500, 96502-96510, 96512-96530, 96532-96542, 96544, 96546-96555, 96557-96560, 96562-96570, 96572-96591, 96593	L&N 78-1
8	XM	50-Ton Box Cars	110243-110250	L&N 78-1
39	XL	70-Ton Box Cars	112368, 112370-112384, 112386, 112388, 112390-112392, 112394-112398, 112400-112405, 112407-112409, 112411, 112412, 112414, 112415	L&N 78-1
29	XM	70-Ton Box Cars	112841-112846, 112848-112850, 112852, 112853, 112855-112857, 112859, 112860, 112862-112872, 112874, 112876	L&N 78-1
43	HT	70-Ton Open- Top Hopper Cars	76394, 76395, 76397-76400, 76402, 76403, 76405-76407, 76409, 76411, 76413-76416, 76418-76421, 76423-76428, 76430-76432, 76434-76442, 76444, 76445, 76447, 76448	L&N 78-2

Quantity	AAR		L&N		Builder's Specifica- tion Number
	Mechanical Designation	Description	Railroad Road Numbers (Inclusive)		
68	HT	80-Ton Open- Top Hopper Cars	189558-189563, 189566,189568 189570-189573, 189576-189582, 189584, 189586-189603, 189605,189606, 189608,189611, 189613-189618, 189620,189621, 189623-189627, 189629-189636, 189638, 189640-189643	L&N 78-2	
24	HT	100-Ton Open- Top Hopper Cars	192057-192065, 192067-192072, 192074,192075, 192079-192081, 192083,192084, 192087,192089	L&N 78-2	
40	GB	70-Ton Gondola Cars	27556, 27559-27561, 27571-27573, 27575,27577, 27582,27586, 27587,27591, 27594-27596, 27598-27601, 27604,27606, 27610-27612, 27615-27617, 27620,27621, 27623, 27626-27628, 27630,27631, 27633,27635, 27637,27638	L&N 78-3	
6	GBS	100-Ton Gondola Cars	27985, 27988-27990, 27992,27993	L&N 78-3	
1	GB	100-Ton Gondola Car	27653	L&N 78-3	
1	LO	100-Ton Covered Hopper Car	205178	L&N 78-4	

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	AAR Mechanical		L&N Railroad	Builder's
<u>Quantity</u>	<u>Designation</u>	<u>Description</u>	<u>Road Numbers</u> <u>(Inclusive)</u>	<u>Specifica-</u> <u>tion Number</u>
34	LO	100-Ton Covered Hopper Cars	201617, 201620, 201621, 201624, 201628, 201629, 201633, 201634, 201636, 201637, 201640, 201641, 201644-201650, 201652, 201653, 201655, 205160, 205165-205170, 205174, 205177, 250504, 250506, 250511	L&N 78-4
37	LO	70-Ton Ballast Cars	45101, 45103, 45105-45107, 45110, 45112, 45113, 45115-45125, 45127-45129, 45131, 45134, 45136-45148	L&N 78-6
16	LP	50-Ton Welded Rail Cars	42934, 42935, 42937, 42938, 42940, 42942, 42945, 42946, 42949-42952, 42957, 42962, 42964, 42966	L&N 78-7

<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Numbers</u>
101	50-Ton Box Cars	L&N	97109, 97110, 97161, 97195 97355, 98138, 98386, 98389, 98404, 98437, 98446, 98532, 98546, 108538, 108541, 108605, 108613, 108648, 108685, 108698, 108709, 108726, 108775, 108808, 108810, 108812, 108816, 108824, 108834, 108847, 108849, 108859, 108873, 108878, 108881, 108882, 108884, 108885, 108886, 108897, 108902, 108910, 108918, 108919, 108926, 108927, 108928, 108930, 108934, 108936, 108956, 108962, 108964, 108971, 108972, 108974, 108976, 108978, 108983, 108987, 109000, 109008, 109027, 109034, 109035, 109044, 109046, 109052, 109053, 109065, 109073, 109090, 109115, 109117, 109118, 109134, 109141, 109143, 109145, 109155, 109159, 109172, 109175, 109186, 109188, 109196, 109205, 109208, 109227, 109228, 109234, 109238, 109240, 109253, 109255, 109311, 109348, 109365, 109366, 109375, 109389
68	70-Ton Box Cars	L&N	100005, 100084, 100096 100102, 100113, 100165, 100166, 100171, 100216, 100226, 100230, 100272, 100280, 100304, 100327, 100344, 100362, 100373, 100419, 100429, 100473, 100489, 100518, 100528, 100579, 100598, 100696, 100717, 100737, 100741, 100777, 102000, 102014, 102030, 102032, 102064, 102067, 102073, 102088, 102094, 102097, 102317, 102479, 102509, 102607, 102679, 102697, 102717, 102718, 102789, 103111, 103176, 103177, 103212, 103263, 103273, 103286,



*Wm. F. G. Y.*

<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Numbers</u>
68	70-Ton Box Cars (Cont'd)	L&N	103313, 103319, 103329, 103384, 103409, 103470, 103508, 103536, 103584, 103833, 103884
43	70-Ton Open-Top Hopper Cars	L&N	153014, 153019, 153229, 153255, 153277, 153308, 153427, 153479, 153537, 153571, 153574, 153618, 153892, 154092, 154120, 154126, 154145, 154320, 154628, 154688, 154712, 154827, 154861, 154917, 154940, 154952, 154955, 154972, 155002, 155030, 155266, 155293, 155296, 155404, 155482, 155731, 155811, 155843, 155931, 156024, 156091, 156107, 156108
68	80-Ton Open-Top Hopper Cars	L&N	180067, 180227, 180436, 180575, 180616, 180617, <del>180914, 182298, 182439,</del> <del>182549, 182589, 182827,</del> <del>182887, 183056, 183344,</del> <del>183492, 183498, 183614,</del> <del>183985, 184089, 184116,</del> <del>184143, 184208, 184361,</del> <del>184533, 184841, 184926,</del> <del>184942, 184953, 185025,</del> <del>185288, 185356, 185623,</del> <del>185728, 186223, 186289,</del> <del>186339, 186364, 186384,</del> <del>186408, 186411, 186495,</del> <del>→ 186621, 186736, 187060,</del> <del>187193, 187242, 187404,</del> <del>187908, 187987, 188211,</del> <del>188323, 188359, 188444,</del> <del>188486, 188619, 188900,</del> <del>188947, 189028, 189065,</del> <del>189155, 189163, 189257,</del> <del>189271, 189308, 189327,</del> <del>189377, 189381</del>
24	100-Ton Open-Top Hopper Cars	L&N	191007, 191021, 191113, 191129, 191140, 191212, 191221, 191236, 191283, 191389, 191409, 191444, 191546, 191594, 191615, 191634, 191659, 191667, 191670, 191724, 191754, 191763, 191787, 191886

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<u>Quantity</u>	<u>Description</u>	<u>Railroad Prefix</u>	<u>Railroad Numbers</u>
40	70-Ton Gondola Cars	L&N	170037, 170217, 170224, 170232, 170389, 170399, 170413, 170439, 170465, 170506, 170588, 170589, 170659, 170673, 170674, 170679, 170698, 170729, 170732, 170748, 170797, 170834, <del>170947, 170951,</del> <del>170977,</del> 171076, 171093, 171095, 171136, 171202, 171250, 171303, 171358, 171365, 171389, 171509, 171558, 171689, 171707, 171742
7	100-Ton Gondola Cars	L&N	175035, 175046, 175057, 175059, 175089, 175091, 176227
35	100-Ton Covered Hopper Cars	L&N	200160, 200309, 200318, 200321, 200342, 200400, 200404, 200536, <del>201014,</del> 201033, 201036, 201064, 201072, 201080, 201112, 201121, 201167, 201204, 201228, 201231, 201278, 201295, 201386, 201398, 201433, 201440, 201443, 201461, 201468, 201499, <del>240197, 240237, 250038,</del> 250052, 250106
37	70-Ton Covered Hopper Cars	L&N	37859, 37866, 37880, 37887, 37904, 37916, 37935, 37960, 37980, 37998, 38006, 38035, 38056, 38057, 38067, 38073, 38082, 38098, 38099, 38124, 38138, 38141, 38162, 38269, 38285, 38290, 38309, 38324, 38335, 38337, 38342, 38352, 38361, 38387, 38407, 38426, 38434
16	50-Ton Pulpwood Cars	L&N	20516, 20542, 20558, 20574, 20624, 20659, 20694, 20720, 20729, 20740, 20772, 20797, 20848, 20941, 20963, 20968

Hulk

Hulk

Quantity	Description	Railroad Prefix	Railroad Numbers	Purchase Price	Total Purchase Price
01	50-Ton Box Cars	L&N	97109, 97110, 97161, 97195 97355, 98138, 98386, 98389, 98404, 98437, 98446, 98532, 98546, 108538, 108541, 108605, 108613, 108648, 108685, 108698, 108709, 108726, 108775, 108808, 108810, 108812, 108816, 108824, 108834, 108847, 108849, 108859, 108873, 108878, 108881, 108882, 108884, 108885, 108886, 108897, 108902, 108910, 108918, 108919, 108926, 108927, 108928, 108930, 108934, 108936, 108956, 108962, 108964, 108971, 108972, 108974, 108976, 108978, 108983, 108987, 109000, 109008, 109027, 109034, 109035, 109044, 109046, 109052, 109053, 109065, 109073, 109090, 109115, 109117, 109118, 109134, 109141, 109143, 109145, 109155, 109159, 109172, 109175, 109186, 109188, 109196, 109205, 109208, 109227, 109228, 109234, 109238, 109240, 109253, 109255, 109311, 109348, 109365, 109366, 109375, 109389	\$4,500	\$ 454,500
68	70-Ton Box Cars	L&N	100005, 100084, 100096 100102, 100113, 100165, 100166, 100171, 100216, 100226, 100230, 100272, 100280, 100304, 100327, 100344, 100362, 100373, 100419, 100429, 100473, 100489, 100518, 100528, 100579, 100598, 100696, 100717, 100737, 100741, 100777, 102000, 102014, 102030, 102032, 102064, 102067, 102073, 102088, 102094, 102097, 102317, 102479, 102509, 102607, 102679, 102697, 102717, 102718, 102789, 103111, 103176, 103177, 103212, 103263, 103273, 103286,	\$4,500	\$ 306,000

ity	Description	Hulk		Hulk	
		Railroad Prefix	Railroad Numbers	Purchase Price	Total Purchase Price
	70-Ton Box Cars(Cont'd)	L&N	103313, 103319, 103329, 103384, 103409, 103470, 103508, 103536, 103584, 103833, 103884	\$4,500	\$ 306,000
	70-Ton Open-Top Hopper Cars	L&N	153014, 153019, 153229, 153255, 153277, 153308, 153427, 153479, 153537, 153571, 153574, 153618, 153892, 154092, 154120, 154126, 154145, 154320, 154628, 154688, 154712, 154827, 154861, 154917, 154940, 154952, 154955, 154972, 155002, 155030, 155266, 155293, 155296, 155404, 155482, 155731, 155811, 155843, 155931, 156024, 156091, 156107, 156108	\$4,500	193,500
	80-Ton Open-Top Hopper Cars	L&N	180067, 180227, 180436, 180575, 180616, 180617, 180914, 182298, 182439, 182549, 182589, 182827, 182887, 183056, 183344, 183492, 183498, 183614, 183985, 184089, 184116, 184143, 184208, 184361, 184533, 184841, 184926, 184942, 184953, 185025, 185288, 185356, 185623, 185728, 186223, 186289, 186339, 186364, 186384, 186408, 186411, 186495, 186621, 186736, 187060, 187193, 187242, 187404, 187908, 187987, 188211, 188323, 188359, 188444, 188486, 188619, 188900, 188947, 189028, 189065, 189155, 189163, 189257, 189271, 189308, 189327, 189377, 189381	\$4,500	306,000
	100-Ton Open-Top Hopper Cars	L&N	191007, 191021, 191113, 191129, 191140, 191212, 191221, 191236, 191283, 191389, 191409, 191444, 191546, 191594, 191615, 191634, 191659, 191667, 191670, 191724, 191754, 191763, 191787, 191886	\$4,500	108,000

		Hulk		Hulk	
Quantity	Description	Railroad Prefix	Railroad Numbers	Purchase Price	Total Purchase Price
0	70-Ton Gondola Cars	L&N	170037, 170217, 170224, 170232, 170389, 170399, 170413, 170439, 170465, 170506, 170588, 170589, 170659, 170673, 170674, 170679, 170698, 170729, 170732, 170748, 170797, 170834, 170947, 170951, 170977, 171076, 171093, 171095, 171136, 171202, 171250, 171303, 171358, 171365, 171389, 171509, 171558, 171689, 171707, 171742	\$4,500	\$ 180,000
7	100-Ton Gondola Cars	L&N	175035, 175046, 175057, 175059, 175089, 175091, 176227	\$4,500	\$ 31,500
5	100-Ton Covered Hopper Cars	L&N	200160, 200309, 200318, 200321, 200342, 200400, 200404, 200536, 201014, 201033, 201036, 201064, 201072, 201080, 201112, 201121, 201167, 201204, 201228, 201231, 201278, 201295, 201386, 201398, 201433, 201440, 201443, 201461, 201468, 201499, 240197, 240237, 250038, 250052, 250106	\$4,500	157,500
7	70-Ton Covered Hopper Cars	L&N	37859, 37866, 37880, 37887, 37904, 37916, 37935, 37960, 37980, 37998, 38006, 38035, 38056, 38057, 38067, 38073, 38082, 38098, 38099, 38124, 38138, 38141, 38162, 38269, 38285, 38290, 38309, 38324, 38335, 38337, 38342, 38352, 38361, 38387, 38407, 38426, 38434	\$4,500	166,500
5	50-Ton Pulpwood Cars	L&N	20516, 20542, 20558, 20574, 20624, 20659, 20694, 20720, 20729, 20740, 20772, 20797, 20848, 20941, 20963, 20968	4,500	72,000
					\$1,975,500

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

6/15/79

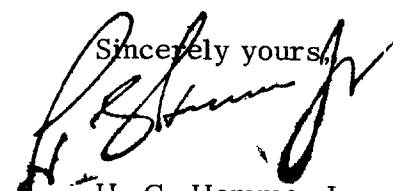
**OFFICE OF THE SECRETARY**

Laurance V. Goodrich  
Cravath, Swaine & Moore  
One Chase Manhattan Plaza  
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/18/79 at 10:30am , and assigned recordation number(s). 9354-E

Sincerely yours,

  
H. G. Homme, Jr.  
Secretary

Enclosure(s)

SE-30  
(3/79)